

B1 (Official Form 1)(1/08)

United States Bankruptcy Court Eastern District of North Carolina		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Fountain Powerboats, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 56-1277497		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1653 Whichard's Beach Road Washington, NC <div style="text-align: right; font-size: small;">ZIP Code 27889</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Beaufort		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P O Drawer 457 Washington, NC <div style="text-align: right; font-size: small;">ZIP Code 27889</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

B1 (Official Form 1)(1/08)

Page 2

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Fountain Powerboats, Inc.**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

See Attachment

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Fountain Powerboats, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney*

X /s/ John A. Northen, NCSB
Signature of Attorney for Debtor(s)

John A. Northen, NCSB 6789

Printed Name of Attorney for Debtor(s)

Northen Blue, L.L.P.

Firm Name

1414 Raleigh Road, Suite 435

P.O. Box 2208

Chapel Hill, NC 27515-2208

Address

(919) 968-4441

Telephone Number

August 24, 2009

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Irving Smith
Signature of Authorized Individual

Irving Smith

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

August 24, 2009

Date

In re Fountain Powerboats, Inc., Case No. _____
Debtor

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Baja by Fountain, Inc. Eastern District of North Carolina	affiliate	
Fountain Dealers' Factory Superstore, Inc. Eastern District of North Carolina	affiliate	
Fountain Powerboats Industries, Inc. Eastern District of North Carolina	parent	

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Eastern District of North Carolina

In re Fountain Powerboats, Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
AQUA TOY STORE 800 SOUTH FEDERAL HWY POMPANO BEACH, FL 33062	AQUA TOY STORE 800 SOUTH FEDERAL HWY POMPANO BEACH, FL 33062	DEALER		69,203.77
BANK OF AMERICA P. O. BOX 87024 YORBA LINDA, CA 92885	BANK OF AMERICA P. O. BOX 87024 YORBA LINDA, CA 92885	FLOORPLAN REPURCHASE	Contingent	1,760,076.00
COMPOSITES ONE 723 W ALGONQUIN RD. ARLINGTON HGTS, IL 60005	COMPOSITES ONE 723 W ALGONQUIN RD. ARLINGTON HGTS, IL 60005	INVENTORY PARTS		143,317.00
CUMMINS ATLANTIC, INC. PO BOX 601778 CHARLOTTE, NC 28260-1778	CUMMINS ATLANTIC, INC. PO BOX 601778 CHARLOTTE, NC 28260-1778	INVENTORY PARTS		168,791.61
Gail A. Villani c/o William J. Brennan, Esq. Phillips Lytle, LLP 3400 HSBC Center Buffalo, NY 14203-2887	Gail A. Villani c/o William J. Brennan, Esq. Phillips Lytle, LLP Buffalo, NY 14203-2887	breach of warranty	Disputed	1,000,000.00
GE COMMERCIAL DISTRIBUTION FINANCE CORP. P. O. BOX 74666 CHICAGO, IL 60675-4666	GE COMMERCIAL DISTRIBUTION FINANCE CORP. P. O. BOX 74666 CHICAGO, IL 60675-4666	FLOORPLAN REPURCHASE	Contingent	18,020,008.00
GE COMMERCIAL DISTRIBUTION FINANCE CORP. P. O. BOX 74666 CHICAGO, IL 60675-4666	GE COMMERCIAL DISTRIBUTION FINANCE CORP. P. O. BOX 74666 CHICAGO, IL 60675-4666	FLOORPLAN REPOSSESSION		128,407.04
GE COMMERCIAL DISTRIBUTION- FINANCE CORPORATION PO BOX 74666 CHICAGO, IL 60675-4666	GE COMMERCIAL DISTRIBUTION- FINANCE CORPORATION PO BOX 74666 CHICAGO, IL 60675-4666	FLOOR PLAN		117,502.16
ILMOR MARINE ENGINES 43939 PLYMOUTH OAKS BOULEVARD PLYMOUTH, MI 48170-2557	ILMOR MARINE ENGINES 43939 PLYMOUTH OAKS BOULEVARD PLYMOUTH, MI 48170-2557	INVENTORY PARTS		95,337.72

B4 (Official Form 4) (12/07) - Cont.

In re Fountain Powerboats, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Jon C Fisher 22 Stone Creek Park Owensboro, KY 42303	Jon C Fisher 22 Stone Creek Park Owensboro, KY 42303	Deposit		310,233.00
KEY BANK 4910 TIEDEMAN ROAD BROOKLYN, OH 44144	KEY BANK 4910 TIEDEMAN ROAD BROOKLYN, OH 44144	FLOORPLAN REPURCHASE	Contingent	1,830,095.00
LAKE CUMBERLAND MARINE RANDY HARTMAN 105 COLLINS AVE SOMERSET, KY 42501	LAKE CUMBERLAND MARINE RANDY HARTMAN 105 COLLINS AVE SOMERSET, KY 42501	DEALER		88,829.97
LEGEND MARINE GROUP 1835 FORMS DRIVE # 100 CARROLLTON, TX 75006	LEGEND MARINE GROUP 1835 FORMS DRIVE # 100 CARROLLTON, TX 75006	DEALER		81,335.25
MERCURY MARINE PO BOX 91780 CHICAGO, IL 60693	MERCURY MARINE PO BOX 91780 CHICAGO, IL 60693	INVENTORY PARTS		325,728.70
REGIONS BANK 1900 5th Ave N Birmingham, AL 35203	REGIONS BANK 1900 5th Ave N Birmingham, AL 35203	FLOORPLAN GUARANTY, FOUNTAIN DEALERS' POWERBOATS SUPERSTORE, INC.		613,200.65
Regions Bank 1900 5th Ave N Birmingham, AL 35203	Regions Bank 1900 5th Ave N Birmingham, AL 35203	Furniture, fixtures, equipment, real estate		13,470,736.03 (13,282,620.00 secured)
Salman Hamad 1600 Sh Salman Hwy Riffa BAHRAIN	Salman Hamad 1600 Sh Salman Hwy Riffa BAHRAIN	Deposit		100,000.00
Terrebonne Parish General Fund P. O. Drawer 1670 Houma, LA 70361	Terrebonne Parish General Fund P. O. Drawer 1670 Houma, LA 70361	Deposit		100,000.00
TEXTRON FINANCIAL 6110 GOLDEN HILLS DR. GOLDEN VALLEY, MN 55416	TEXTRON FINANCIAL 6110 GOLDEN HILLS DR. GOLDEN VALLEY, MN 55416	FLOORPLAN REPURCHASE	Contingent	5,671,013.00
TEXTRON FINANCIAL 6110 GOLDEN HILLS DR. GOLDEN VALLEY, MN 55416	TEXTRON FINANCIAL 6110 GOLDEN HILLS DR. GOLDEN VALLEY, MN 55416	FLOORPLAN REPOSSESSION		1,291,415.00

B4 (Official Form 4) (12/07) - Cont.

In re Fountain Powerboats, Inc.

Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 24, 2009

Signature /s/ Irving Smith

Irving Smith

Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B6 Summary (Form 6 - Summary) (12/07)

United States Bankruptcy Court
Eastern District of North Carolina

In re Fountain Powerboats, Inc.

Debtor(s)

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$7,764,018.00		
B - Personal Property	Yes	4	\$10,603,250.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		\$16,862,979.47	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		\$492,115.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	49		\$32,869,941.21	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			\$N/A
J - Current Expenditures of Individual Debtor(s)	No	0			\$N/A
TOTAL		63	\$18,367,268.00	\$50,225,035.68	

B6A (Official Form 6A) (12/07)

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Land and building, book value as of 6/30/09		-	7,764,018.00	7,764,018.00

Sub-Total > **7,764,018.00** (Total of this page)

Total > **7,764,018.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Book value as of 6/30/09	-	515,469.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Deposit by Legend Marine Group, held in escrow for contract to purchase boat	-	15,000.00
		Deposit by Morgan Kitchens, held in escrow for contract to purchase boat	-	25,000.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Key Man Life Insurance (net of policy loan)	-	365,735.00
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **921,204.00**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Book value as of 6/30/09	-	819,076.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **819,076.00**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Fountain Powerboats, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Book value as of 5/31/09	-	42,697.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Book value as of 6/30/09	-	242,050.00
29. Machinery, fixtures, equipment, and supplies used in business.		Telephone system - server	-	65,000.00
		Copiers	-	2,000.00
		Copiers	-	155,000.00
		Copiers	-	7,500.00
		Letter folder	-	13,200.00
		Copier	-	85,000.00
		video equipment	-	65,000.00
		Accu Router	-	24,000.00
		Accu Router	-	122,000.00
		Eastman Glass Cutting Table	-	95,000.00
		Other machinery and equipment, book value as of 6/30/09	-	265,893.00
Sub-Total >				1,184,340.00
(Total of this page)				

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
30. Inventory.		Book value as of 6/30/09	-	2,445,493.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid items, book value as of 6/30/09	-	222,478.00
		Molds and general intangibles, book value as of 6/30/09	-	4,935,095.00
		Other assets, book value as of 6/30/09	-	75,564.00

Sub-Total >	7,678,630.00
(Total of this page)	
Total >	10,603,250.00

Sheet **3** of **3** continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. X063742			12/26/2007					
CIT Communications Finance Corp 1 CIT Drive Livingston, NJ 07039		-	Telephone system - server					
			Value \$ 65,000.00				43,457.80	0.00
Account No. 900-0069115-000			5/5/2005					
CIT Technology 21146 Network Place Chicago, IL 60673-1211		-	Copiers					
			Value \$ 2,000.00				2,463.67	463.67
Account No. EX6069			2/25/2009					
Executive Leasing P O Box 2978 Greenville, NC 27836		-	Copiers					
			Value \$ 155,000.00				137,952.88	0.00
Account No. 90133730957			9/8/2006					
GE Capital 1961 Hirst Drive Moberly, MO 65270		-	Copiers					
			Value \$ 7,500.00				7,553.77	53.77
Subtotal (Total of this page)							191,428.12	517.44

3 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			4/1/09					
Global Premium Finance Co c/o Thomas Rutherford Inc. 3101 Glenwood Ave, Suite 105 Raleigh, NC 27612		-	Premium Fiannce Agreement					
			Value \$ 210,000.00				200,000.00	0.00
Account No.			6/4/2009					
Legend Marine Group 1835 Forms Drive # 100 Carrollton, TX 75006		-	Deposit by Legend Marine Group, held in escrow for contract to purchase boat					
			Value \$ 15,000.00				15,000.00	0.00
Account No. 1200222			10/1/2008					
Marlin Business 180 E Main Street Suite 204 Tustin, CA 92780		-	video equipment					
			Value \$ 65,000.00				55,146.71	0.00
Account No.			5/21/2009					
Morgan Kitchens 28430 Ono Blvd Orange Beach, AL 36561-3252		-	Deposit by Morgan Kitchens, held in escrow for contract to purchase boat					
			Value \$ 25,000.00				25,000.00	0.00
Account No. 81378000			1/12/2007					
National City 995 Dalton Avenue Cincinnati, OH 45203		-	Accu Router					
			Value \$ 24,000.00				13,872.48	0.00
Subtotal							309,019.19	0.00
(Total of this page)								

Sheet **1** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. 76917000			10/27/2006					
National City 995 Dalton Avenue Cincinnati, OH 45203		-	Accu Router					
			Value \$ 122,000.00				96,846.44	0.00
Account No. 77171000			11/27/2006					
National City 995 Dalton Avenue Cincinnati, OH 45203		-	Eastman Glass Cutting Table					
			Value \$ 95,000.00				62,295.17	0.00
Account No. 6457080			10/24/2006					
Pitney Bowes 2225 American Drive Neenah, WI 54956-1005		-	Letter folder					
			Value \$ 13,200.00				11,983.13	0.00
Account No. 60-1752743787 9001			9/19/2005					
Regions Bank 1900 5th Ave N Birmingham, AL 35203	X	-	Term loan (cross collateralized) Furniture, fixtures, equipment, real estate					
			Value \$ 13,282,620.00				13,470,736.03	188,116.03
Account No. 60-1752743787 152678			11/16/2007					
Regions Bank 1900 5th Ave N Birmingham, AL 35203	X	-	Credit Line (cross collateralized) Accounts receivable, inventory					
			Value \$ 2,000,000.00				1,994,670.89	0.00
Subtotal							15,636,531.66	188,116.03
(Total of this page)								

Sheet **2** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			9/20/2005					
Regions Bank 1900 5th Ave N Birmingham, AL 35203			Interest rate swap (cross collateralized) Accounts receivable, furniture, fixtures, equipment, inventory, real estate					
		-	Value \$ 1,264,569.00				645,419.00	0.00
Account No. 700452121			10/17/2008					
Xerox Capital Services Attn: Mail Stop R382-LV440 1301 Ridgeway Drive Lewisville, TX 75057			Copier					
		-	Value \$ 85,000.00				80,581.50	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal							726,000.50	0.00
(Total of this page)								
Total							16,862,979.47	188,633.47
(Report on Summary of Schedules)								

Sheet **3** of **3** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☒ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Deposits by individuals

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Frederick Gross 684 Freeling Drive Sarasota, FL 34242		-						66,125.00
							68,550.00	2,425.00
Account No.								
James Efstathion 13106 Mandrain Road Jacksonville, FL 32223		-						10,907.00
							13,332.00	2,425.00
Account No.			Deposit					
Jon C Fisher 22 Stone Creek Park Owensboro, KY 42303		-						307,808.00
							310,233.00	2,425.00
Account No.			Deposit					
Salman Hamad 1600 Sh Salman Hwy Riffa BAHRAIN		-						97,575.00
							100,000.00	2,425.00
Account No.								
Subtotal								482,415.00
(Total of this page)							492,115.00	9,700.00

Sheet **1** of **2** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2009					
Beaufort County PO Box 633 Washington, NC 27889		-	Property taxes Real				Unknown	Unknown
							Unknown	0.00
Account No.			2009					
Beaufort County PO Box 633 Washington, NC 27889		-	Property taxes Personal				Unknown	Unknown
							Unknown	0.00
Account No.			for notice purposes only					
Employment Security Commission 700 Wade Avenue P.O. Box 26504 Raleigh, NC 27611		-					0.00	0.00
							0.00	0.00
Account No.			for notice purposes only					
Internal Revenue Service Centralized Insolvency Operations P.O. Box 21126 Philadelphia, PA 19114		-					0.00	0.00
							0.00	0.00
Account No.			for notice purposes only					
N.C. DEPT OF REVENUE P.O. BOX 25000 RALEIGH, NC 27640		-					0.00	0.00
							0.00	0.00

Sheet **2** of **2** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority ClaimsSubtotal
(Total of this page)0.00
0.00Total
(Report on Summary of Schedules)482,415.00
9,700.00

B6F (Official Form 6F) (12/07)

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No. A & D WATERCARE 700 JOHN SMALL AVENUE PO BOX 700 WASHINGTON, NC 27889		-	June/May MRO SUPPLIES				175.00
Account No. A I M SUPPLY CO., INC. LOCKBOX #536491 PHOENIX BUSINESS PARK COLLEGE PARK, GA 30349		-	June/April MRO SUPPLIES				854.18
Account No. ACCULIFT INC. 17516 DIX ROAD MELVINDALE, MI 48122		-	May MRO SUPPLIES				2,023.20
Account No. ACR ELECTRONICS, INC. PO BOX 414857 BOSTON, MA 02241-4857		-	Mar INVENTORY PARTS				1,617.96
Subtotal (Total of this page)							4,670.34

48 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Mar/Jan				
ACTIVE DATA SERVICES PO BOX 63106 CHARLOTTE, NC 28263-3106	-		SALES SUPPORT				
							8,363.40
Account No.			May				
ADP, INC PO BOX 9001006 LOUISVILLE, KY 40290-1006	-		PAYROLL SERVICES				
							256.96
Account No.			Mar				
AFFINITY MEDIA 6420 SYCAMORE LANE, SUITE 100 MAPLE GROVE, MN 55369-9986	-		ADVERTISING				
							10,880.00
Account No.			MRO SUPPLIES				
AIRFLOW, INC 203 AERO COURT Greensboro, NC 27409	-						
							1,249.08
Account No.			June/May				
AIRGAS NATIONAL WELDERS PO BOX 601985 CHARLOTTE, NC 28260-1985	-		MRO SUPPLIES				
							1,092.61
Sheet no. <u>1</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							21,842.05

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			May/Jan LEGAL FEES				36,909.86
AKERMAN, SENTERFITT & EIDSON, P.O. BOX 4906 ORLANDO, FL 32802	-						
Account No.			May INVENTORY PARTS				310.40
ALLTIZER, INC 28-B INDUSTRIAL PKWY MOUND HOUSE, NV 89706	-						
Account No.			May/April ADMIN FEES				2,908.63
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO INC P O BOX 650448 DALLAS, TX 75265-0448	-						
Account No.			May/April ADMIN FEES				35,607.75
AMERICAN EXPRESS/TRAVEL TRAVEL RELATED SERVICES CO INC PO BOX 360001 FT.LAUDERDALE, FL 33336-0001	-						
Account No.			May DEALER				37,776.74
AMERICAN PERFORMANCE MARINE 64 OLD SOUTH RIVER ROAD EDGEWATER, MD 21037	-						
Sheet no. <u>2</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							113,513.38

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Inventory parts				
American Silk Mills 4605 Payspere Circle Chicago, IL 60674	-					626.91
Account No.		May INVENTORY PARTS				
AMERIDRIVES POWER TRANSMISSION PO BOX 1450 MINNEAPOLIS, MN 55485-5931	-					364.92
Account No.		May/April MRO SUPPLIES				
AMERITOOL 7 CENTRE DRIVE ORCHARD BANK, NY 14127	-					265.35
Account No.		May INVENTORY PARTS				
AQUA CUT TECHNOLOGIES 348 POPLAR AVENUE SUITE 100 DEVON, PA 19333	-					455.56
Account No.		May DEALER				
AQUA TOY STORE 800 SOUTH FEDERAL HWY POMPANO BEACH, FL 33062	-					69,203.77
Sheet no. <u>3</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						70,916.51

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Armstrong Marine, Inc. 3140 S.E. Dominica Terrace Stuart, FL 34997		-				561.48
Account No.						
ATL SPEAR ROAD INDUSTRIAL PK RAMSEY, NJ 07446		-				3,984.51
Account No.						
ATTWOOD CORP 78 REMITTANCE DR.-STE1311 CHICAGO, IL 60675		-				435.60
Account No.						
AVALA MARKETING GROUP 1078 HEADQUARTERS PARK DR FENTON, MO 63026		-				8,743.86
Account No.						
Avaya Financial Services P O Box 93000 Chicago, IL 60673-0001		-				2,507.18
Sheet no. <u>4</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						16,232.63

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Jan and prior ADMIN FEES				
B2I TECHNOLOGIES 2000 NORTH CENTRAL EXPRESSWAY SUITE 209 PLANO, TX 75074	-					1,123.52
Account No.		Jan and prior ADVERTISING				
BALLANTYNE PUBLISHING PO BOX 29585 GREENSBORO, NC 27429	-					3,000.00
Account No.		April INVENTORY PARTS				
BAM MARINE OF FLA, INC 315 SW 15TH AVENUE POMPANO BEACH, FL 33069	-					1,873.41
Account No.		May FLOOR PLAN				
BANK OF AMERICA MAIL CODE GA7-903-04-27 1355 WIND WOOD CONCOURSE ALPHARETTA, GA 30005	-					2,725.96
Account No.		May 2009 FLOORPLAN REPURCHASE				
BANK OF AMERICA P. O. BOX 87024 YORBA LINDA, CA 92885	-		X			1,760,076.00
Sheet no. <u>5</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,768,798.89

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June				
BASS PRODUCTS, INC. 50 GROVE STREET SALEM, MA 01970	-	INVENTORY PARTS				720.79
Account No.		Inventory parts				
Beaufort Equipment Co Inc 3108 John Small Avenue Washington, NC 27889	-					110.81
Account No.		May				
BENT MARINE 8001 AIRLINE DRIVE METAIRIE, LA 70003	-	DEALER				3,938.53
Account No.		Inventory parts				
BEP Marine, Inc. 23287 Network Place Chicago, IL 60673-1232	-					98.11
Account No.		Inventory parts				
Bernard Engraving Co 6051 Telegraph Road Toledo, OH 43612	-					39.14
Sheet no. <u>6</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						4,907.38

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			May				
BILLET PROOF DESIGNS 348 POPLAR AVE DEVON, PA 19333		-	INVENTORY PARTS				1,186.00
Account No.			May				
BLACKFISH MARINE 1506 DURANLEAU STREET VANCOUVER, BC V6H3S4		-	SERVICE/WARRANTY				899.45
Account No.			May				
BLUE SEA SYSTEMS 425 SEQUOIA DRIVE BELLINGHAM, WA 98226		-	INVENTORY PARTS				1,069.72
Account No.			Deposit				
Boat Show Direct 955 Ferry Blvd Stratford, CT 00614		-					11,800.00
Account No.			Jan and prior				
BONNIER CORPORATION PO BOX 406480 ATLANTA, GA 30384		-	ADVERTISING				7,650.00
Sheet no. <u>7</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							22,605.17

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Inventory parts				121.20
Bosworth Co 930 Waterman Ave East Providence, RI 02914	-						
Account No.			Inventory parts				239.16
Braun Mfg Inc 1350 Feehanville Dr Mount Prospect, IL 60056	-						
Account No.			Legal fees				33,477.65
Bryan Nelson Schroeder P O Drawer 1529 Pascagoula, MS 39568-1529	-						
Account No.			June/May INVENTORY PARTS				3,991.26
BUCKMAN AUTO SUPPLY CO P O BOX 1805 127 W 5TH ST WASHINGTON, NC 27889	-						
Account No.			May/Feb INVENTORY PARTS				512.51
CARDINAL INDUSTRIAL FINISHES PO BOX 9296 SOUTH EL MONTE, CA 91733-0965	-						
Sheet no. <u>8</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							38,341.78

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June				
CARVER MACHINE WORKS, INC 129 CHRISTIAN SERVICE CAMP RD WASHINGTON, NC 27889	-	INVENTORY PARTS				315.00
Account No.		Jan and prior				
CENTRAL WHOLESALE SUPPLY PO BOX 7206 NORFOLK, VA 23509	-	INVENTORY PARTS				11,775.00
Account No.		May				
CHALLENGER HARDWARE CO. 25200 CHAGRIN BLVD SUITE 245 BEACHWOOD, OH 44122	-	INVENTORY PARTS				1,030.00
Account No.		April				
CHANNEL BLADE TECHNOLOGIES INC 2900 SABRE STREET VIRGINIA BEACH, VA 23452	-	ADVERTISING				2,250.00
Account No.		Leasing				
CIT Technology Financial Services P O Box 550599 Jacksonville, FL 32255-0599	-					230.71
Sheet no. <u>9</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						15,600.71

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Mar				
COBRA WIRE & CABLE PO BOX 790 HATBORO, PA 19040		-	INVENTORY PARTS				
							1,050.00
Account No.			June/May				
COMPOSITES ONE 723 W ALGONQUIN RD. ARLINGTON HGTS, IL 60005		-	INVENTORY PARTS				
							143,317.00
Account No.			May				
CON-WAY SOUTHERN PO BOX 5160 PORTLAND, OR 97208-5160		-	FREIGHT				
							181.36
Account No.			Jan and prior				
CRAFT ORIGINATORS 41A BROCKELEY DRIVE HAMILTON, ON L8E3C3		-	INVENTORY PARTS				
							2,989.55
Account No.			Mar/Feb				
CUMMINS ATLANTIC, INC. PO BOX 601778 CHARLOTTE, NC 28260-1778		-	INVENTORY PARTS				
							168,791.61
Sheet no. <u>10</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							316,329.52

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			June/May INVENTORY PARTS				21,373.62
CUSTOM MARINE INC. PO BOX 934251 ATLANTA, GA 31193-4251	-						
Account No.			June/May INVENTORY PARTS				1,007.00
DAIRYLAND ELECTRICAL INC. PO BOX 187 STOUGHTON, WI 53589	-						
Account No.			May/Feb INVENTORY PARTS				668.66
DANIEL R. SMITH 1338 SOUTH KILLIAN DRIVE SUITE 11 LAKE PARK, FL 33403	-						
Account No.			June/May INVENTORY PARTS				2,635.84
DOMETIC ENVIRONMENT SYS.-TAYLO 2000 North Andrews Ave Ext. Pompano Beach, FL 33069	-						
Account No.			Inventory parts				436.00
DPI Marine Inc 1200 Abbott Drive Elgin, IL 60120	-						
Sheet no. <u>11</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							26,121.12

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			May				
DR. SHRINK, INC 1606 STATE STREET MANISTEE, MI 49660	-		INVENTORY PARTS				2,263.12
Account No.			May				
DUCKY'S BOATS, INC. 4001 VINE STREET MIDDLETOWN, PA 17057	-		DEALER				16,468.00
Account No.			Inventory Parts				
E-Tec Marine Products Ltd 7555 Garden Road Riviera Beach, FL 33404	-						435.20
Account No.			June/May				
EASTERN HYDRAULIC AND PT PO BOX 552 ROCKY MOUNT, NC 27802	-		INVENTORY PARTS				4,074.22
Account No.			May				
EDDIE MARINE 11479 SIXTH STREET RANCHO CUCAMONG, CA 91730	-		INVENTORY PARTS				688.00
Sheet no. <u>12</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							23,928.54
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Embarq P O Box 96064 Charlotte, NC 28296		utilities -				3,336.48	
Account No. F. RAY MOORE OIL CO, INC P O BOX 2068 WASHINGTON, NC 27889		June UTILITIES -				3,336.48	
Account No. FEDERAL EXPRESS PO BOX 371461 PITTSBURGH, PA 15250-7461		May FREIGHT -				677.41	
Account No. FedEx Freight East Inc. P O Box 406708 Atlanta, GA 30384-6708		Freight -				677.41	
Account No. FIREBOY SYSTEMS DIVISION P O BOX 152 GRAND RAPIDS, MI 49501-0152		May INVENTORY PARTS -				832.25	
Sheet no. <u>13</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 8,860.03	

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Inventory Parts				185.28
Flanders/CSC 531 Flanders Road Washington, NC 27889	-						
Account No.			April/Mar INVENTORY PARTS				2,702.50
FOAM TO SIZE INC. P O BOX 6368 ASHLAND, VA 23005	-						
Account No.			May INVENTORY PARTS				606.62
FORCE 10 MANUFACTURING CORP. UNIT A - 19169 21 ST AVE SURREY, BC V3S 3M3	-						
Account No.			April INVENTORY PARTS				3,018.40
FORM/TEC PLASTICS,INC PO BOX 1672 MARTINSVILLE, IN 46151	-						
Account No.			Deposit				40,000.00
Fountain Worldwide 3336 SE Grand Parkway Stuart, FL 34997	-						
Sheet no. <u>14</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 46,512.80

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June/May INVENTORY PARTS				
FRISCHKORN, INC. PO BOX 536479 ATLANTA, GA 30353-6479	-					227.20
Account No.		Inventory parts				
G & T Industries (Foam) 2741 Cathy Lane Jasper, IN 47546	-					1,514.52
Account No.		June/May INVENTORY PARTS				
G & T INDUSTRIES, INC. (Vinyl) 1001 76TH STREET SW BYRON CENTER, MI 49315	-					4,753.13
Account No.		breah of warranty				
Gail A. Villani c/o William J. Brennan, Esq. Phillips Lytle, LLP 3400 HSBC Center Buffalo, NY 14203-2887	-				X	1,000,000.00
Account No.		June/May INVENTORY PARTS				
GARMIN P. O. BOX 842603 KANASA CITY, MO 64184-2603	-					16,522.26
Sheet no. <u>15</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,023,017.11

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			May LEASING				1,777.08
GE CAPITAL PO BOX 740423 ATLANTA, GA 30374-0423	-						
Account No.			April 2009 FLOORPLAN REPOSSESSION				128,407.04
GE COMMERCIAL DISTRIBUTION FINANCE CORP. P. O. BOX 74666 CHICAGO, IL 60675-4666	-						
Account No.			May 2009 FLOORPLAN REPURCHASE	X			18,020,008.00
GE COMMERCIAL DISTRIBUTION FINANCE CORP. P. O. BOX 74666 CHICAGO, IL 60675-4666	-						
Account No.			April/Mar FLOOR PLAN				117,502.16
GE COMMERICAL DISTRIBUTION- FINANCE CORPORATION PO BOX 74666 CHICAGO, IL 60675-4666	-						
Account No.			June/May INVENTORY PARTS				454.50
GEM 140 INDUSTRIAL LOOP ORANGE PARK, FL 32073	-						
Sheet no. 16 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			18,268,148.78

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Genova Product Dept 116501 P O Box 67000 Detroit, MI 48267		-				38.94
Account No.						
Gerber Scientific International Dept CH17522 Palatine, IL 60055-7522		-				5,689.17
Account No.						
GLASER MILLS, INC. 107 NORTHERN BLVD. GREAT NECK, NY 11021		-				1,171.09
Account No.						
Grainger Inc. Dept 810868687 P O Box 419267 Kansas City, MO 64141-6267		-				198.02
Account No.						
Gregory Poole P O Box 60457 Processing Center Charlotte, NC 28260		-				138.58
Sheet no. <u>17</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						7,235.80

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Jan and prior SERVICE/WARRANTY				
GT PERFORMANCE 2085 WEST 11ST STREET UPLAND, CA 91786	-					947.73
Account No.		BOAT DEPOSIT				
Gulf Island Boats 100 Pinellas Bayway Tierra Verde, FL 33715	-					15,000.00
Account No.		Service/Warranty				
Guy Foulke 15 Castlebridge Court Hilton Head Island, SC 29925	-					180.00
Account No.		June INVENTORY PARTS				
H'A' FELE P.O. BOX 75352 CHARLOTTE, NC 28275	-					42.25
Account No.		May/Jan ADVERTISING				
HACHETTE/BOATING DEPT 5227-28 PO BOX 71327 CHICAGO, IL 60694-1327	-					57,680.00
Sheet no. <u>18</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						73,849.98

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June/May				
HAGEMEYER 1001 HOWELL ST GREENVILLE, NC 27834	-	MRO SUPPLIES				4,883.62
Account No.		Admin fees				
Hampton Inn of Washington 1220 West 15th Street Washington, NC 27889	-					2,273.04
Account No.		Jan and prior				
HANDCRAFT MATTRESS 1935 DEERE AVENUE IRVINE, CA 92606	-	INVENTORY PARTS				1,730.00
Account No.		April				
HARMON CORPORATION PO BOX 665 ROCHESTER, MI 48308	-	INVENTORY PARTS				207.02
Account No.		June				
HENRY'S ENGINEERING PO BOX 209 BARSTOW, MD 20610	-	INVENTORY PARTS				44.12
Sheet no. <u>19</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						9,137.80

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June				
HERING PERFORMANCE PROPELLERS 4806 56TH PLACE NE 4E MARYSVILLE, WA 98270	-	INVENTORY PARTS				41,500.00
Account No.		June/May				
HICKORY SAW & TOOL 406 9TH STREET SE PO BOX 2407 HICKORY, NC 28603	-	MRO SUPPLIES				451.20
Account No.		MRO supplies				
Hight Paper & Packaging 5430 Old Tar Road Winterville, NC 28590	-					2,088.74
Account No.		April				
HISCOCK & BARCLAY, LLP 1100 M&T CENTER 3 FOUNTAIN PLAZA BUFFALO, NY 14203-1414	-	LEGAL FEES				7,245.30
Account No.		May				
ILMOR MARINE ENGINES 43939 PLYMOUTH OAKS BOULEVARD PLYMOUTH, MI 48170-2557	-	INVENTORY PARTS				95,337.72
Sheet no. <u>20</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						146,622.96

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June/May MRO SUPPLIES				4,166.21
INDUSTRIAL & CONSTRUCTION ENTERPRISES, INC. PO BOX 127 WASHINGTON, NC 27889	-					
Account No.		June/May INVENTORY PARTS				3,596.00
INNOTECH PRODUCTS 2263 ADMINISTRATION DRIVE MARYLAND HEIGHT, MO 63146	-					
Account No.		May INVENTORY PARTS				966.00
INTEGRATED ILLUMINATION SYSTEM 355 BANTAM LAKE ROAD MORRIS, CT 06763	-					
Account No.		May INVENTORY PARTS				62.00
INTERCON MARKETING 1540 NORTHGATE BLVD SARASOTA, FL 34234	-					
Account No.		Jan and prior INVENTORY PARTS				40,552.00
INTERPLASTICS CORP. LOCKBOX #774330 4330 SOLUTIONS CENTER CHICAGO, IL 60677-4003	-					
Sheet no. <u>21</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						49,342.21

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June				
ITC, INC. RV SUPPLY P.O. BOX 8338 HOLLAND, MI 49422	-	INVENTORY PARTS				262.42
Account No.		June/April				
ITT INDUSTRIES FINANCIAL RESOURCE CENTER POB 371630 PITTSBURGH, PA 15250-7630	-	INVENTORY PARTS				1,402.08
Account No.		Service/warranty				
Jack Iakovou 72 Winter Street Lexington, MA 02420	-					1,600.00
Account No.		Feb				
JAY & KAY MFG..LLC 72 LOUISE ST. CROSWELL, MI 48422	-	INVENTORY PARTS				32,641.14
Account No.		Mar/Jan				
JB DESIGN, INC. 140 BLAZE INDUSTRIAL PKWY BEREA, OH 44017	-	INVENTORY PARTS				4,192.48
Sheet no. 22 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						40,098.12

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Service/warranty				
John McInnis 4850 Caswell Orange Beach, AL 36561	-					800.00
Account No.		May INVENTORY PARTS				
KENTEC INC. PO BOX 934049 ATLANTA, GA 31193-4049	-					669.46
Account No.		May 2009 FLOORPLAN REPURCHASE				
KEY BANK 4910 TIEDEMAN ROAD BROOKLYN, OH 44144	-		X			1,830,095.00
Account No.		Jan and prior LEGAL FEES				
KOVACH & FARLING CO., LPA 925 LEADER BUILDING 526 SUPERIOR AVENUE EAST CLEVELAND, OH 44114-1401	-					7,249.55
Account No.		May LEGAL FEES				
KRUMMEL, DAVID 4920 MCCORMICK DRIVE RICHFIELD, OH 44286	-					12,500.00
Sheet no. 23 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,851,314.01

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June DEALER				
LAKE CUMBERLAND MARINE RANDY HARTMAN 105 COLLINS AVE SOMERSET, KY 42501	-					88,829.97
Account No.		June/April INVENTORY PARTS				
LATHAM MARINE, INC. 280 SW 32ND COURT FT LAUDERDALE, FL 33315	-					15,512.20
Account No.		May INVENTORY PARTS				
LAWSON PRODUCTS, INC 2689 PAYSHERE CIRCLE CHICAGO, IL 60674	-					6,947.84
Account No.		May DEALER				
LEGEND MARINE GROUP 1835 FORMS DRIVE # 100 CARROLLTON, TX 75006	-					81,335.25
Account No.		May DEALER				
LEGENDARY MARINE 4601 LEGENDARY MARINA DRIVE DESTIN, FL 32541	-					58,598.97
Sheet no. 24 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						251,224.23

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			May				
LENCO 4700 S. E. MUNICIPAL COURT STUART, FL 34997	-		INVENTORY PARTS				1,948.73
Account No.			June/May				
LEWIS MARINE SUPPLY P O BOX 890 EDENTON, NC 27932	-		INVENTORY PARTS				1,282.23
Account No.			May				
LIGHTHOUSE BOAT CENTER, INC 101000 OVERSEAS HIGHWAY KEY LARGO, FL 33037	-		DEALER				55,122.60
Account No.			June/May				
LIVORSI MARINE INC PO BOX 933658 ATLANTA, GA 31193-3658	-		INVENTORY PARTS				10,605.00
Account No.			Inventory parts				
Lovett Marine, Inc.P O Box 246 Ross, OH 45061	-						2,389.50
Sheet no. 25 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							71,348.06
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June				
LOWES PO BOX 530954 ATLANTA, GA 30353-0954	-	MRO SUPPLIES				490.67
Account No.		Jan and prior				
MACDONALD, STEVEN 3708 AMERICANA DRIVE TAMPA, FL 33634	-	SERVICE/WARRANTY				3,500.00
Account No.		May				
MACSTEEL SERVICE CENTER PO BOX 535190 ATLANTA, GA 30353-5190	-	INVENTORY PARTS				5,300.17
Account No.		May				
MARINCO 23287 NETWORK PLACE CHICAGO, IL 60673-1232	-	INVENTORY PARTS				853.82
Account No.		June/May				
MARINE EAST PO BOX 400 LAPORTE, IN 46352	-	INVENTORY PARTS				646.50
Sheet no. 26 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						10,791.16
Subtotal (Total of this page)						

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			June/May INVENTORY PARTS				2,975.73	
MARINE FASTENERS 120 MARITIME DRIVE SANFORD, FL 32771	-							
Account No.			April/Feb INVENTORY PARTS				119.79	
MARINE SYSTEM ,INC 7 WESTSIDE DRIVE ASHEVILLE, NC 28806	-							
Account No.			June ADVERTISING				1,018.72	
MARLIN BUSINESS BANK PO BOX 13604 PHILADELPHIA, PA 19101-3604	-							
Account No.			Jan and prior INVENTORY PARTS				2,581.78	
MCEWEN LUMBER P.O. BOX 403653 ATLANTA, GA 30384-3653	-							
Account No.			June/April INVENTORY PARTS				325,728.70	
MERCURY MARINE PO BOX 91780 CHICAGO, IL 60693	-							
Sheet no. <u>27</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	332,424.72

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June/Mar				
MERCURY MARINE E-59414 P O BOX 91780 CHICAGO, IL 60693	-	INVENTORY PARTS				9,805.41
Account No.		Mar				
METAL MOULDING CORP. 1225 NORTHGATE BUISNESS PARKWA MADISON, TN 37115	-	INVENTORY PARTS				988.50
Account No.		Mar				
MICHELSON'S INC. 657 N.W. 157TH STREET MIAMI, FL 33169	-	MRO SUPPLIES				2,257.60
Account No.		May				
MIDLAND METALS MANUFACT. 1219 LYDIA AVENUE KANSAS CITY, MO 64106	-	INVENTORY PARTS				21.13
Account No.		June/may				
MILLERS PRECISION ENT.INC 6205 INDIANAPOLIS BLVD HAMMOND, IN 46320	-	MRO SUPPLIES				5,133.60
Sheet no. 28 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						18,206.24

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		May				
MOCAP 13100 MANCHESTER ROAD ST. LOUIS, MO 63131	-	INVENTORY PARTS				226.20
Account No.		May				
MOELLER MFG. CO., INC. PO BOX 200615 PITTSBURGH, PA 15251-0615	-	INVENTORY PARTS				226.20
Account No.		Feb				
MUXO, MARIO VILLA CAPARRA J ST. #22 GUAYNBO 00966	-	SERVICE/WARRANTY				533.50
Account No.		Inventory parts				
Myco Trailers Inc. 2703 29th Ave East Bradenton, FL 34208	-					610.55
Account No.		May				
NATIONAL CITY COMMERCIAL CAPITAL PO BOX 931034 CLEVELAND, OH 44193	-	LEASING				2,035.79
Sheet no. 29 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						3,632.24

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			April INVENTORY PARTS				1,265.67
NAVICO, INC 12000 EAST SKELLY DRIVE TULSA, OK 74128-2486	-						
Account No.			May/April INVENTORY PARTS				8,487.12
NC FOAM INDUSTRIES, INC PO BOX 60717 CHARLOTTE, NC 28260-0717	-						
Account No.			Inventory parts				554.76
Newport Engineering Associates 2950 Airway Avenue, Suite A-13 Costa Mesa, CA 92626-6005	-						
Account No.			Jan and prior INVENTORY PARTS				22,100.00
NIXON POWER SER. CO. PO BOX 934345 ATLANTA, GA 31193-4345	-						
Account No.			April/Feb BOAT SHOW EXPENSE				10,245.33
NMMA 33928 TREASURY CENTER CHICAGO, IL 60694-3900	-						
Sheet no. <u>30</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							42,652.88

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			May/Jan LEGAL FEES				8,681.50
NORRIS, MCLAUGHLIN & MARCUS PO BOX 1018 SOMERVILLE, NJ 00887-6101	-						
Account No.			May DEALER				16,529.40
NORTH FLORIDA YACHT SALES 8940 SAN JOSE BLVD JACKSONVILLE, FL 32257	-						
Account No.			Jan and prior INVENTORY PARTS				1,310.00
NOVA KOOL 1578 HARLEY AVENUE COQUITLAM, BC, DA V3K781	-						
Account No.			May INVENTORY PARTS				585.35
NOVAFLEX PO BOX 996446 CHICAGO, IL 60696	-						
Account No.			May INVENTORY PARTS				408.64
OILDYNE DIVISION 5520 NORTH HIGHWAY 169 MINNEAPOLIS, MN 55428	-						
Sheet no. <u>31</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							27,514.89
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			MRO Supplies				
On-Site Recovery Inc. 116 Longwood Drive Spartanburg, SC 29301	-						1,880.00
Account No.			June/may INVENTORY PARTS				
ONEAL STEEL PO BOX 934243 ATLANTA, GA 31193-4243	-						3,428.56
Account No.			May/April INVENTORY PARTS				
ORCA DESIGN & MANUFACTURING 804 CALLE PLANO CAMARILLO, CA 93012-8557	-						2,133.40
Account No.			MRO Supplies				
Orkin Pest Control 657 C Worthington Road Winterville, NC 28590	-						46.29
Account No.			May INVENTORY PARTS				
OVAL STRAPPING INC 120 55TH STREET NE FORT PAYNE, AL 35967-8140	-						1,740.00
Sheet no. <u>32</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							9,228.25

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			June/may INVENTORY PARTS				3,742.86
PACER WIRE AND CABLE SPECIALIS 1555 APEX ROAD SARASOTA, FL 34240	-						
Account No.			May DEALER				63,103.32
PARADIS DU SPORT 4191 RTE FOSSAMBAULT ST CATH J-C, QC G0A 2M0	-						
Account No.			Jan and prior LEGAL FEES				1,875.00
PATRICK G. PATEL ASSOCIATES 580 NEWARK AVENUE JERSEY CITY, NJ 07306	-						
Account No.			June/may INVENTORY PARTS				1,483.42
PAXTON COMPANY P O BOX 12103 NORFOLK, VA 23541-0103	-						
Account No.			Feb/Jan ADVERTISING				19,200.00
PERFORMANCE BOATS MAGAZINE 3620 N RANCHO DRIVE, #105 LAS VEGAS, NV 89130	-						
Sheet no. <u>33</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							89,404.60
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			June/April INVENTORY PARTS				6,720.75
PIEDMONT FIBERGLASS, INC. PO BOX 538 MOORESVILLE, NC 28115	-						
Account No.			June/April INVENTORY PARTS				22,312.44
PIEDMONT PLASTICS, INC. P O BOX 890216 CHARLOTTE, NC 28289-0216	-						
Account No.			May INVENTORY PARTS				750.00
PIPEWELDERS MARINE, INC. 2965 W. STATE ROAD 84 MARINA MILE FT. LAUDERDALE, FL 33312-4867	-						
Account No.			Advertising				7,000.00
Poker RUNs of America Inc. 2-1121 Invictoa Drive Oakville, ONTARIO L6H2RR	-						
Account No.			June/may INVENTORY PARTS				643.76
PROFESSIONAL MARINER, LLC P.O. BOX 968 RYE, NH 03870	-						
Sheet no. 34 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							37,426.95
Subtotal (Total of this page)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Feb				
PROGRESS PRINTING 2677 WATERLICK ROAD LYNCHBURG, VA 24502-3645	-		ADVERTISING				3,930.56
Account No.			Jan and prior				
QUALITY MODELS INTERNATIONAL 478 SILVER CREEK, INDUSTRIAL D R.R. #1 TECUMSEH, ON N8N 4Y3	-		INVENTORY PARTS				4,931.28
Account No.			Freight				
R & L Carriers P O Box 713153 Columbus, OH 43271	-						1,357.24
Account No.			Feb				
R & R TEXTILES PO BOX 11407 DRAWER 675 BIRMINGHAM, AL 35246	-		INVENTORY PARTS				3,829.40
Account No.			Inventory parts				
R J Galphin and Associates 315 Van Dyke Drive Suite C Wilmington, NC 28405	-						2,380.00
Sheet no. <u>35</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							16,428.48

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			June/April INVENTORY PARTS				195.00	
RABUD, INC 110 N BRYAN RD DANIA, FL 33004	-							
Account No.			May MRO SUPPLIES				76.49	
REDNECK TRAILERS & SUPPLY 2100 N. WEST BY-PASS SPRINGFIELD, MO 65803	-							
Account No.			May 2009 FLOORPLAN GUARANTY, FOUNTAIN DEALERS' POWERBOATS SUPERSTORE, INC.				613,200.65	
REGIONS BANK 1900 5th Ave N Birmingham, AL 35203	-							
Account No.			Inventory parts				106.30	
Reliatex 6004 Bonacker Drive Tampa, FL 33611	-							
Account No.			Inventory parts				476.56	
Rex Marine 600 A Terrace Drive San Dimas, CA 91733	-							
Sheet no. <u>36</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	614,055.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Inventory parts				
Ritchie Navigation 243 Oak Street P O Box 548 Pembroke, MA 02359	-					329.61
Account No.		May/April ADMIN FEES				
RMSOURCE 1225 CRESCENT GREEN SUITE 120 CARY, NC 27518	-					2,780.30
Account No.		June/may INVENTORY PARTS				
S S I 43985 Commerce Ave HOLLYWOOD, MD 20636	-					142.75
Account No.		June/may INVENTORY PARTS				
SCANDVIK, INC. 423 4TH PLACE S.W. VERO BEACH, FL 32962	-					35.10
Account No.		June/may INVENTORY PARTS				
SEALAND TECHNOLOGY, INC. DEPT CH 17587 PALATINE, IL 60055-7587	-					3,374.45
Sheet no. <u>37</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						6,662.21

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			May				
SEAWARD PRODUCTS, INC. 3721 CAPITAL AVE WHITTIER, CA 90601-1732	-		INVENTORY PARTS				185.40
Account No.			April/Feb				
SHACKLETON & HAZELTINE 2119 LONG BEACH BOULEVARD SHIP BOTTOM, NJ 08008	-		LEGAL FEES				8,267.75
Account No.			May/April				
SHOGREN PERFORMANCE MARINE 3830 SUNSET AVENUE WAUKEGAN, IL 60087	-		DEALER				28,739.00
Account No.			Jan and prior				
SHOW MANAGEMENT, INC 1115 NE 9TH AVENUE FT. LAUDERDALE, FL 33304	-		BOAT SHOW EXPENSE				4,686.00
Account No.			May/April				
SHUFORD MILLS, LLC PO BOX 2228 HICKORY, NC 28603	-		INVENTORY PARTS				6,397.48
Sheet no. 38 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							48,275.63
Subtotal (Total of this page)							48,275.63

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June/may INVENTORY PARTS				
SHURFLO, LLC 13265 COLLECTION CENTER DRIVE CHICAGO, IL 60693	-					398.95
Account No.		Jan and prior MRO SUPPLIES				
SIGMA TEK SYSTEMS LLC 1445 KEMPER MEADOW DRIVE CINCINNATI, OH 45240-1637	-					2,999.00
Account No.		June/may INVENTORY PARTS				
SIGN SUPPLY USA OF RALEIGH 1711 BLOUDN ROAD PAMPANO BEACH, FL 33069	-					4,170.35
Account No.		June DEALER				
SILVER SANDS MARINE 103 WEIRS RD GILFORD, NH 03249	-					8,316.00
Account No.		Legal Fees				
Simms Showers Suite 702 Twenty South Charleston Street Baltimore, MD 21201	-					14,619.37
Sheet no. 39 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						30,503.67

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Mar				
SMITH ANDERSON BLOUNT DORSE PO BOX 2611 RALEIGH, NC 27602-2611	-		LEGAL FEES				7,226.70
Account No.			May				
SOUTH AUSTIN MARINE 5340 HWY 290W AUSTIN, TX 78735	-		DEALER				61,362.15
Account No.			May				
SOUTHCO, INC P BOX 821316 PHILADELPHIA, PA 19182-1316	-		INVENTORY PARTS				28.00
Account No.			May				
SOUTHCO, INC. P.O. BOX 19182-1316 PHILADELPHIA, PA 19182-1316	-		INVENTORY PARTS				1,656.56
Account No.			May				
SOUTHEASTERN FREIGHT LINE P O BOX 100104 COLUMBIA, SC 29202-3104	-		FREIGHT				745.49
Sheet no. 40 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							71,018.90

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		May 2009 FLOORPLAN REPURCHASE				
SOUTHWEST SECURITIES 2302 GUTHRIE ROAD SUITE 100 GARLAND, TX 75043	-		X			4,471.94
Account No.		June DEALER				
SPORTBOATS MARINE, INC. 17790 SAN CARLOS BLVD. FORT MYERS BEAC, FL 33931	-					9,059.83
Account No.		June DEALER				
SPORTS USA GROUP 9293 BAY PINES BLVD. ST. PETERSBURG, FL 33708	-					18,158.07
Account No.		Inventory parts				
Spradling International Inc. P O Box 1668 200 Cahaba Valley Parkway Pelham, AL 35124	-					622.96
Account No.		May INVENTORY PARTS				
SPRING FIELD MARINE 1093 CYNTHIA STREET SUITE 1 NIXA, MO 65714-7911	-					1,014.84
Sheet no. 41 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						33,327.64

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		May/April UTILITIES				886.68
SPRINT WIRELESS PO BOX 4181 CAROL STREAM, IL 60197-4181	-					
Account No.		June/mar INVENTORY PARTS				2,197.50
STAINLESS MARINE 13800 NW 19TH AVENUE, #2 OPA-LOCKA, FL 33054	-					
Account No.		Inventory parts				73.73
Starbrite 4041 S W 47th Avenue Fort Lauderdale, FL 33314	-					
Account No.		Inventory parts				376.00
Summation Technology LLC 155 Kelley Johnson Blvd Suite 130 Colorado Springs, CO 80920	-					
Account No.		May INVENTORY PARTS				357.86
SUNCOR STAINLESS, INC. 70 ARMSTRONG ROAD PLYMOUTH, MA 02360	-					
Sheet no. 42 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						3,891.77

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Inventory parts				
Syntec P O Box 1653 Rome, GA 30162-1653		-					363.30
Account No.			Inventory parts				
T-H Marine Supplies Inc. 200 Finney Drive Huntsville, AL 35824		-					305.46
Account No.			June INVENTORY PARTS				
TACO METALS, INC. POB 693840 MIAMI, FL 33269		-					3,382.13
Account No.			Mar/Jan INVENTORY PARTS				
TAYLOR MADE SYSTEMS-NY po box 847200 BOSTON, MA 02284-7200		-					2,617.78
Account No.			Inventory parts				
Teakdecking Systems 7061 15th Street East Sarasota, FL 34243		-					1,106.00
Sheet no. 43 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							7,774.67

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		May				
TELEFLEX MORSE PO BOX 8500-6865 PHILADELPHIA, PA 19178-6865	-	INVENTORY PARTS				1,204.88
Account No.		Deposit				
Terrebonne Parish General Fund P. O. Drawer 1670 Houma, LA 70361	-					100,000.00
Account No.		May				
TEXAS SPORTFISHING YACHT SALES 411 SAILFISH #3 FREEPORT, TX 77541	-	DEALER				10,850.93
Account No.		April 2009				
TEXTRON FINANCIAL 6110 GOLDEN HILLS DR. GOLDEN VALLEY, MN 55416	-	FLOORPLAN REPOSSESSION				1,291,415.00
Account No.		May 2009				
TEXTRON FINANCIAL 6110 GOLDEN HILLS DR. GOLDEN VALLEY, MN 55416	-	FLOORPLAN REPURCHASE	X			5,671,013.00
Sheet no. 44 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						7,074,483.81

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		June				
THOMAS RUTHERFOORD, INC PO BOX 12748 ROANOKE, VA 24028	-	INSURANCE				20,918.14
Account No.		June				
TOWER FASTENERS COMPANY A/R ACCT# 8026 PO BOX 2377 HOLTSVILLE, NY 11742	-	INVENTORY PARTS				1,716.25
Account No.		June/may				
TRANSHIELD, INC 2932 THORNE DRIVE ELKHART, IN 46514	-	INVENTORY PARTS				517.89
Account No.		June/may				
TRI VANTAGE LLC PO BOX 934832 ATLANTA, GA 31193-4832	-	INVENTORY PARTS				7,654.12
Account No.		Inventory parts				
Tri-Star Distributing P O Box 2986 Elkhart, IN 46515-2986	-					2,266.80
Sheet no. 45 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 33,073.20

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
TRIM LOK INC. 6855 HERMOSA CIRCLE P O BOX 6180 BUENA PARK, CA 90622-6180		May INVENTORY PARTS -				1,373.80
Account No.						
TWIN DISC, INC. MILKWAUKEE, WI 53288-0491		May INVENTORY PARTS -				21,534.36
Account No.						
UNAFLEX INDUSTRIAL PRODUCTS, IN P. O. BOX 5088 FT LAUDERDALE, FL 33310-5088		April INVENTORY PARTS -				256.00
Account No.						
UNIFIRST CORPORATION PO BOX 1528 ROCKY MOUNT, NC 27802		April/jan MRO SUPPLIES -				11,456.97
Account No.						
US Digital Media 1929 W Lone Cactus Drive Phoenix, AZ 85027		Inventory Parts -				858.10
Sheet no. <u>46</u> of <u>48</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						35,479.23

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		April/mar				
WARD & SMITH, PA P O BOX 867 NEW BERN, NC 28560	-	LEGAL FEES				26,390.91
Account No.		Inventory parts				
Washington Sporting Center 1989 W. 5th Street Washington, NC 27889	-					150.00
Account No.		April				
WATTS SEA TECH, INC DEPT CH 10442 PALATINE, IN 60055-0442	-	INVENTORY PARTS				438.48
Account No.		June/may				
WEB-DON P. O. BOX 601294 CHARLOTTE, NC 28260-1294	-	INVENTORY PARTS				2,853.24
Account No.		June/may				
WES GARDE COMPONENTS, INC 3815 INDUSTRY BLVD LAKELAND, FL 33811	-	INVENTORY PARTS				1,715.75
Sheet no. 47 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						31,548.38

B6F (Official Form 6F) (12/07) - Cont.

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
WHALE WATER SYTEMS, LLC 100 CORPORATE PL STE # 402 PEABODY, MA 01960-3809		May/april INVENTORY PARTS				129.95
Account No.						
WHITECAP INDUSTRIES, INC. 131 ETHEL RD WEST SUITE #5 PISCATAWAY, NJ 08854		June/may INVENTORY PARTS				170.80
Account No.						
WIN-TRON ELECTRONICS 800 ROUTE 71 SPRING LAKE HEI, NJ 07662		June/April INVENTORY PARTS				108.74
Account No.						
WOOD WURTH GROUP PO BOX 601182 CHARLOTTE, NC 28260-1182		June INVENTORY PARTS				1,207.29
Account No.						
Sheet no. 48 of 48 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,616.78
						Total (Report on Summary of Schedules)
						32,869,941.21

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
ABC Moving & Storage 2011 Stantonburg Road Greenville, NC 27858	storage of files
ADP 201 Regency Executive Park Dr Charlotte, NC 28217	payroll service
Bill Litchfield 655 W 3rd Street Washington, NC 27889	warehouse storage for boat show equipment
Brunswick Corp. 1 North Field Ct Lake Forest, IL 60045	Master Agreement
Channel Blade 2900 Sabre Street Virginia Beach, VA 23452	website & web application software and hosting services
J C Jenkins P O Box 333 Chocowinity, NC 27817	mold storage on Gray Road
Joey Griffin 5825 US 264 Hwy W Washington, NC 27889	storage of molds
Mercury Marine Division of Brunswick Corp. P O Box 1939 Fond Du Lac, WI 54935	Engine Supply Agreement
RMSource 1225 Cresent Green Suite 120 Cary, NC 27518	website hosting, technical service

In re **Fountain Powerboats, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Fountain Powerboats Industries, Inc. 1653 Whichard's Beach Road P O Drawer 457 Washington, NC 27889 guarantor	Regions Bank 1900 5th Ave N Birmingham, AL 35203
Fountain Powerboats Industries, Inc. 1653 Whichard's Beach Road P O Drawer 457 Washington, NC 27889 guarantor	Regions Bank 1900 5th Ave N Birmingham, AL 35203

B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court
Eastern District of North Carolina

In re Fountain Powerboats, Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 65 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 24, 2009

Signature /s/ Irving Smith
Irving Smith
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of North Carolina**

In re Fountain Powerboats, Inc.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$-1,634,940.00
\$-7,558,208.00

SOURCE
Income (loss) from operation of business
Income (loss) from operation of business

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None



b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR
see attached exhibitDATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERS
\$0.00AMOUNT STILL
OWING
\$0.00

None



c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR
see attached exhibit

DATE OF PAYMENT

AMOUNT PAID
\$0.00AMOUNT STILL
OWING
\$0.00**4. Suits and administrative proceedings, executions, garnishments and attachments**

None



a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER
see attached exhibit

NATURE OF PROCEEDING

COURT OR AGENCY
AND LOCATIONSTATUS OR
DISPOSITION

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF
PROPERTY

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	---	---------------	-----------------------------------

7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Northern Blue, LLP 1414 Highway 54, Suite 435 P.O. Box 2208 Chapel Hill, NC 27515-2208	5/18/09, 6/19/09, 6/26/09	\$25,000 each

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Jacobs Capital, LLC 3737 Glenwood Avenue, Suite 100 Raleigh, NC 27612		\$82,845.16
Ward & Smith, PA 5430 Wade Park Blvd, Suite 400 P O Box 33009 Raleigh, NC 27636		\$10,140.41

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input type="checkbox"/> b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING

12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF

14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18 . Nature, location and name of business

None

- ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Irving Smith c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	2008-2009
John DeLong c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	2008-2009
Roger Scott	
Tim Gallagher c/o Fountain Powerboats, Inc. P O Box 457 Washington, NC 27889	2008-2009
Vicki Whitehurst c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	

NAME AND ADDRESS

Pam Gray
c/o Fountain Powerboats, Inc.
P O Drawer 457
Washington, NC 27889

Tina Ellis
c/o Fountain Powerboats, Inc.
P O Drawer 457
Washington, NC 27889

Carolyn Avery
c/o Fountain Powerboats, Inc.
P O Drawer 457
Washington, NC 27889

DATES SERVICES RENDERED

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Gregory & Associates, LLC

ADDRESS

1003 Red Banks Road
P O Drawer 20157
Greenville, NC 27858

DATES SERVICES RENDERED

2008-2009

Dixon-Hughes, PLLC

2812 South 2750 East
Salt Lake City, UT 84109

2008-2009

- None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

SEC

DATE ISSUED

Filed consolidated financials with SEC for public availability.

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

9/30/08

INVENTORY SUPERVISOR

John DeLong

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

\$5,311,365, cost

7/1/09

John DeLong

\$2,446,738, cost

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

9/30/08

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

John DeLong
c/o Fountain Powerboats, Inc.
P O Drawer 457
Washington, NC 27889

7/1/09

John DeLong
c/o Fountain Powerboats, Inc.
P O Drawer 457
Washington, NC 27889

21 . Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Reginald M. Fountain, Jr. c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	Chairman, CEO, President	51.6%
Irving Smith c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	Chief Financial Officer	
Carol J. Price c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	Corporate Secretary/Treasurer	
Craig F. Goess c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	Director	
David C Miller c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	Director	
Anthony J. Romersa c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	Director	
Mark L. Spencer c/o Fountain Powerboats, Inc. P O Drawer 457 Washington, NC 27889	Director	

22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
R. David Knight	President	
Roger Scott	Corproate Secretary/Treasurer	
Anthony A. Sarandes	Director	

23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date August 24, 2009

Signature /s/ Irving Smith
Irving Smith
Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Eastern District of North Carolina

In re Fountain Powerboats, Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>To be determined</u>
Prior to the filing of this statement I have received.....	\$	<u>See parent case</u>
Balance Due.....	\$	<u>To be determined</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. See Motion to Employ]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Fees as pursuant to Local Rule 2016-1, a copy of which has been provided to the debtor.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: _____

/s/ John A. Northen, NCSB

John A. Northen, NCSB 6789

Northen Blue, L.L.P.

1414 Raleigh Road, Suite 435

P.O. Box 2208

Chapel Hill, NC 27515-2208

(919) 968-4441

**United States Bankruptcy Court
Eastern District of North Carolina**

In re **Fountain Powerboats, Inc.**,
Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Fountain Powerboats Industries, Inc. 1653 Whichard's Beach Road P O Drawer 457 Washington, NC 27889	common	100%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **August 24, 2009**

Signature **/s/ Irving Smith**
Irving Smith
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of North Carolina**

In re Fountain Powerboats, Inc.

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Financial Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: August 24, 2009

/s/ Irving Smith

Irving Smith/Chief Financial Officer
Signer/Title

A & D WATERCARE
700 JOHN SMALL AVENUE
PO BOX 700
WASHINGTON, NC 27889

AIRFLOW, INC
203 AERO COURT
Greensboro, NC 27409

AMERITOOOL
7 CENTRE DRIVE
ORCHARD BANK, NY 14127

A I M SUPPLY CO., INC.
LOCKBOX #536491
PHOENIX BUSINESS PARK
COLLEGE PARK, GA 30349

AIRGAS NATIONAL WELDERS
PO BOX 601985
CHARLOTTE, NC 28260-1985

AQUA CUT TECHNOLOGIES
348 POPLAR AVENUE
SUITE 100
DEVON, PA 19333

ABC Moving & Storage
2011 Stantonburg Road
Greenville, NC 27858

AKERMAN, SENTERFITT & EIDSON,
P.O. BOX 4906
ORLANDO, FL 32802

AQUA TOY STORE
800 SOUTH FEDERAL HWY
POMPANO BEACH, FL 33062

ACCULIFT INC.
17516 DIX ROAD
MELVINDALE, MI 48122

ALLTIZER, INC
28-B INDUSTRIAL PKWY
MOUND HOUSE, NV 89706

Armstrong Marine, Inc.
3140 S.E. Dominica Terrace
Stuart, FL 34997

ACR ELECTRONICS, INC.
PO BOX 414857
BOSTON, MA 02241-4857

AMERICAN EXPRESS
TRAVEL RELATED SERVICES CO INC
P O BOX 650448
DALLAS, TX 75265-0448

ATL
SPEAR ROAD INDUSTRIAL PK
RAMSEY, NJ 07446

ACTIVE DATA SERVICES
PO BOX 63106
CHARLOTTE, NC 28263-3106

AMERICAN EXPRESS/TRAVEL
TRAVEL RELATED SERVICES CO INC
PO BOX 360001
FT.LAUDERDALE, FL 33336-0001

ATTWOOD CORP
78 REMITTANCE DR.-STE1311
CHICAGO, IL 60675

ADP
201 Regency Executive Park Dr
Charlotte, NC 28217

AMERICAN PERFORMANCE MARINE
64 OLD SOUTH RIVER ROAD
EDGEWATER, MD 21037

AVALA MARKETING GROUP
1078 HEADQUARTERS PARK DR
FENTON, MO 63026

ADP, INC
PO BOX 9001006
LOUISVILLE, KY 40290-1006

American Silk Mills
4605 Payspere Circle
Chicago, IL 60674

Avaya Financial Services
P O Box 93000
Chicago, IL 60673-0001

AFFINITY MEDIA
6420 SYCAMORE LANE, SUITE 100
MAPLE GROVE, MN 55369-9986

AMERIDRIVES POWER TRANSMISSION
PO BOX 1450
MINNEAPOLIS, MN 55485-5931

B2I TECHNOLOGIES
2000 NORTH CENTRAL EXPRESSW
SUITE 209
PLANO, TX 75074

BALLANTYNE PUBLISHING
PO BOX 29585
GREENSBORO, NC 27429

Bernard Engraving Co
6051 Telegraph Road
Toledo, OH 43612

Brunswick Corp.
1 North Field Ct
Lake Forest, IL 60045

BAM MARINE OF FLA, INC
315 SW 15TH AVENUE
POMPANO BEACH, FL 33069

Bill Litchfield
655 W 3rd Street
Washington, NC 27889

Bryan Nelson Schroeder
P O Drawer 1529
Pascagoula, MS 39568-1529

BANK OF AMERICA
MAIL CODE GA7-903-04-27
1355 WIND WOOD CONCOURSE
ALPHARETTA, GA 30005

BILLET PROOF DESIGNS
348 POPLAR AVE
DEVON, PA 19333

BUCKMAN AUTO SUPPLY CO
P O BOX 1805
127 W 5TH ST
WASHINGTON, NC 27889

BANK OF AMERICA
P. O. BOX 87024
YORBA LINDA, CA 92885

BLACKFISH MARINE
1506 DURANLEAU STREET
VANCOUVER, BC V6H3S4

CARDINAL INDUSTRIAL FINISHES
PO BOX 9296
SOUTH EL MONTE, CA 91733-0965

BASS PRODUCTS, INC.
50 GROVE STREET
SALEM, MA 01970

BLUE SEA SYSTEMS
425 SEQUOIA DRIVE
BELLINGHAM, WA 98226

CARVER MACHINE WORKS, INC
129 CHRISTIAN SERVICE CAMP R
WASHINGTON, NC 27889

Beaufort County
PO Box 633
Washington, NC 27889

Boat Show Direct
955 Ferry Blvd
Stratford, CT 00614

CENTRAL WHOLESALE SUPPLY
PO BOX 7206
NORFOLK, VA 23509

Beaufort Equipment Co Inc
3108 John Small Avenue
Washington, NC 27889

BONNIER CORPORATION
PO BOX 406480
ATLANTA, GA 30384

CHALLENGER HARDWARE CO.
25200 CHAGRIN BLVD SUITE 245
BEACHWOOD, OH 44122

BENT MARINE
8001 AIRLINE DRIVE
METAIRIE, LA 70003

Bosworth Co
930 Waterman Ave
East Providence, RI 02914

Channel Blade
2900 Sabre Street
Virginia Beach, VA 23452

BEP Marine, Inc.
23287 Network Place
Chicago, IL 60673-1232

Braun Mfg Inc
1350 Feehanville Dr
Mount Prospect, IL 60056

CHANNEL BLADE TECHNOLOGIES
2900 SABRE STREET
VIRGINIA BEACH, VA 23452

CIT Communications Finance Corp
1 CIT Drive
Livingston, NJ 07039

DAIRYLAND ELECTRICAL INC.
PO BOX 187
STOUGHTON, WI 53589

Embarq
P O Box 96064
Charlotte, NC 28296

CIT Technology
21146 Network Place
Chicago, IL 60673-1211

DANIEL R. SMITH
1338 SOUTH KILLIAN DRIVE
SUITE 11
LAKE PARK, FL 33403

Employment Security Commission
700 Wade Avenue
P.O. Box 26504
Raleigh, NC 27611

CIT Technology Financial Services
P O Box 550599
Jacksonville, FL 32255-0599

DOMETIC ENVIRONMENT SYS.-TAYLO
2000 North Andrews Ave Ext.
Pompano Beach, FL 33069

Executive Leasing
P O Box 2978
Greenville, NC 27836

COBRA WIRE & CABLE
PO BOX 790
HATBORO, PA 19040

DPI Marine Inc
1200 Abbott Drive
Elgin, IL 60120

F. RAY MOORE OIL CO, INC
P O BOX 2068
WASHINGTON, NC 27889

COMPOSITES ONE
723 W ALGONQUIN RD.
ARLINGTON HGTS, IL 60005

DR. SHRINK, INC
1606 STATE STREET
MANISTEE, MI 49660

FEDERAL EXPRESS
PO BOX 371461
PITTSBURGH, PA 15250-7461

CON-WAY SOUTHERN
PO BOX 5160
PORTLAND, OR 97208-5160

DUCKY'S BOATS, INC.
4001 VINE STREET
MIDDLETOWN, PA 17057

FedEx Freight East Inc.
P O Box 406708
Atlanta, GA 30384-6708

CRAFT ORIGINATORS
41A BROCKELEY DRIVE
HAMILTON, ON L8E3C3

E-Tec Marine Products Ltd
7555 Garden Road
Riviera Beach, FL 33404

FIREBOY SYSTEMS DIVISION
P O BOX 152
GRAND RAPIDS, MI 49501-0152

CUMMINS ATLANTIC, INC.
PO BOX 601778
CHARLOTTE, NC 28260-1778

EASTERN HYDRAULIC AND PT
PO BOX 552
ROCKY MOUNT, NC 27802

Flanders/CSC
531 Flanders Road
Washington, NC 27889

CUSTOM MARINE INC.
PO BOX 934251
ATLANTA, GA 31193-4251

EDDIE MARINE
11479 SIXTH STREET
RANCHO CUCAMONG, CA 91730

FOAM TO SIZE INC.
P O BOX 6368
ASHLAND, VA 23005

FORCE 10 MANUFACTURING CORP.
UNIT A - 19169 21 ST AVE
SURREY, BC V3S 3M3

GARMIN
P. O. BOX 842603
KANASA CITY, MO 64184-2603

GLASER MILLS, INC.
107 NORTHERN BLVD.
GREAT NECK, NY 11021

FORM/TEC PLASTICS, INC
PO BOX 1672
MARTINSVILLE, IN 46151

GE Capital
1961 Hirst Drive
Moberly, MO 65270

Global Premium Finance Co
c/o Thomas Rutherford Inc.
3101 Glenwood Ave, Suite 105
Raleigh, NC 27612

Fountain Powerboats Industries, Inc.
1653 Whichard's Beach Road
P O Drawer 457
Washington, NC 27889

GE CAPITAL
PO BOX 740423
ATLANTA, GA 30374-0423

Grainger Inc.
Dept 810868687
P O Box 419267
Kansas City, MO 64141-6267

Fountain Worldwide
3336 SE Grand Parkway
Stuart, FL 34997

GE COMMERCIAL DISTRIBUTION
FINANCE CORP.
P. O. BOX 74666
CHICAGO, IL 60675-4666

Gregory Poole
P O Box 60457
Processing Center
Charlotte, NC 28260

Frederick Gross
684 Freeling Drive
Sarasota, FL 34242

GE COMMERCIAL DISTRIBUTION
FINANCE CORP.
P. O. BOX 74666
CHICAGO, IL 60675-4666

GT PERFORMANCE
2085 WEST 11ST STREET
UPLAND, CA 91786

FRISCHKORN, INC.
PO BOX 536479
ATLANTA, GA 30353-6479

GE COMMERCIAL DISTRIBUTION-
FINANCE CORPORATION
PO BOX 74666
CHICAGO, IL 60675-4666

Gulf Island Boats
100 Pinellas Bayway
Tierra Verde, FL 33715

G & T Industries (Foam)
2741 Cathy Lane
Jasper, IN 47546

GEM
140 INDUSTRIAL LOOP
ORANGE PARK, FL 32073

Guy Foulke
15 Castlebridge Court
Hilton Head Island, SC 29925

G & T INDUSTRIES, INC. (Vinyl)
1001 76TH STREET SW
BYRON CENTER, MI 49315

Genova Product
Dept 116501
P O Box 67000
Detroit, MI 48267

H'A' FELE
P.O. BOX 75352
CHARLOTTE, NC 28275

Gail A. Villani
c/o William J. Brennan, Esq.
Phillips Lytle, LLP
3400 HSBC Center
Buffalo, NY 14203-2887

Gerber Scientific International
Dept CH17522
Palatine, IL 60055-7522

HACHETTE/BOATING
DEPT 5227-28
PO BOX 71327
CHICAGO, IL 60694-1327

HAGEMEYER
1001 HOWELL ST
GREENVILLE, NC 27834

ILMOR MARINE ENGINES
43939 PLYMOUTH OAKS BOULEVARD
PLYMOUTH, MI 48170-2557

J C Jenkins
P O Box 333
Chocowinity, NC 27817

Hampton Inn of Washington
1220 West 15th Street
Washington, NC 27889

INDUSTRIAL & CONSTRUCTION
ENTERPRISES, INC.
PO BOX 127
WASHINGTON, NC 27889

Jack Iakovou
72 Winter Street
Lexington, MA 02420

HANDCRAFT MATTRESS
1935 DEERE AVENUE
IRVINE, CA 92606

INNOTECH PRODUCTS
2263 ADMINISTRATION DRIVE
MARYLAND HEIGHT, MO 63146

James Efstathion
13106 Mandrain Road
Jacksonville, FL 32223

HARMON CORPORATION
PO BOX 665
ROCHESTER, MI 48308

INTEGRATED ILLUMINATION
SYSTEM
355 BANTAM LAKE ROAD
MORRIS, CT 06763

JAY & KAY MFG..LLC
72 LOUISE ST.
CROSWELL, MI 48422

HENRY'S ENGINEERING
PO BOX 209
BARSTOW, MD 20610

INTERCON MARKETING
1540 NORTHGATE BLVD
SARASOTA, FL 34234

JB DESIGN, INC.
140 BLAZE INDUSTRIAL PKWY
BEREA, OH 44017

HERING PERFORMANCE
PROPELLERS
4806 56TH PLACE NE
4E
MARYSVILLE, WA 98270

Internal Revenue Service
Centralized Insolvency Operations
P.O. Box 21126
Philadelphia, PA 19114

Joey Griffin
5825 US 264 Hwy W
Washington, NC 27889

HICKORY SAW & TOOL
406 9TH STREET SE PO BOX 2407
HICKORY, NC 28603

INTERPLASTICS CORP.
LOCKBOX #774330
4330 SOLUTIONS CENTER
CHICAGO, IL 60677-4003

John McInnis
4850 Caswell
Orange Beach, AL 36561

Hight Paper & Packaging
5430 Old Tar Road
Winterville, NC 28590

ITC, INC.
RV SUPPLY
P.O. BOX 8338
HOLLAND, MI 49422

Jon C Fisher
22 Stone Creek Park
Owensboro, KY 42303

HISCOCK & BARCLAY, LLP
1100 M&T CENTER
3 FOUNTAIN PLAZA
BUFFALO, NY 14203-1414

ITT INDUSTRIES
FINANCIAL RESOURCE CENTER
POB 371630
PITTSBURGH, PA 15250-7630

KENTEC INC.
PO BOX 934049
ATLANTA, GA 31193-4049

KEY BANK
4910 TIEDEMAN ROAD
BROOKLYN, OH 44144

LEWIS MARINE SUPPLY
P O BOX 890
EDENTON, NC 27932

MARINE FASTENERS
120 MARITIME DRIVE
SANFORD, FL 32771

KOVACH & FARLING CO., LPA
925 LEADER BUILDING
526 SUPERIOR AVENUE EAST
CLEVELAND, OH 44114-1401

LIGHTHOUSE BOAT CENTER, INC
101000 OVERSEAS HIGHWAY
KEY LARGO, FL 33037

MARINE SYSTEM ,INC
7 WESTSIDE DRIVE
ASHEVILLE, NC 28806

KRUMMEL, DAVID
4920 MCCORMICK DRIVE
RICHFIELD, OH 44286

LIVORSI MARINE INC
PO BOX 933658
ATLANTA, GA 31193-3658

Marlin Business
180 E Main Street
Suite 204
Tustin, CA 92780

LAKE CUMBERLAND MARINE
RANDY HARTMAN
105 COLLINS AVE
SOMERSET, KY 42501

Lovett Marine, Inc.P O Box 246
Ross, OH 45061

MARLIN BUSINESS BANK
PO BOX 13604
PHILADELPHIA, PA 19101-3604

LATHAM MARINE, INC.
280 SW 32ND COURT
FT LAUDERDALE, FL 33315

LOWES
PO BOX 530954
ATLANTA, GA 30353-0954

MCEWEN LUMBER
P.O. BOX 403653
ATLANTA, GA 30384-3653

LAWSON PRODUCTS, INC
2689 PAYSPIRE CIRCLE
CHICAGO, IL 60674

MACDONALD, STEVEN
3708 AMERICANA DRIVE
TAMPA, FL 33634

MERCURY MARINE
PO BOX 91780
CHICAGO, IL 60693

Legend Marine Group
1835 Forms Drive # 100
Carrollton, TX 75006

MACSTEEL SERVICE CENTER
PO BOX 535190
ATLANTA, GA 30353-5190

Mercury Marine
Division of Brunswick Corp.
P O Box 1939
Fond Du Lac, WI 54935

LEGENDARY MARINE
4601 LEGENDARY MARINA DRIVE
DESTIN, FL 32541

MARINCO
23287 NETWORK PLACE
CHICAGO, IL 60673-1232

MERCURY MARINE E-59414
P O BOX 91780
CHICAGO, IL 60693

LENCO
4700 S. E. MUNICIPAL COURT
STUART, FL 34997

MARINE EAST
PO BOX 400
LAPORTE, IN 46352

METAL MOULDING CORP.
1225 NORTHGATE BUISNESS PARK
MADISON, TN 37115

MICHELSON'S INC.
657 N.W. 157TH STREET
MIAMI, FL 33169

National City
995 Dalton Avenue
Cincinnati, OH 45203

NOVA KOOL
1578 HARLEY AVENUE
COQUITLAM, BC, DA V3K781

MIDLAND METALS MANUFACT.
1219 LYDIA AVENUE
KANSAS CITY, MO 64106

NATIONAL CITY COMMERCIAL
CAPITAL
PO BOX 931034
CLEVELAND, OH 44193

NOVAFLEX
PO BOX 996446
CHICAGO, IL 60696

MILLERS PRECISION ENT.INC
6205 INDIANAPOLIS BLVD
HAMMOND, IN 46320

NAVICO, INC
12000 EAST SKELLY DRIVE
TULSA, OK 74128-2486

OILDYNE DIVISION
5520 NORTH HIGHWAY 169
MINNEAPOLIS, MN 55428

MOCAP
13100 MANCHESTER ROAD
ST. LOUIS, MO 63131

NC FOAM INDUSTRIES, INC
PO BOX 60717
CHARLOTTE, NC 28260-0717

On-Site Recovery Inc.
116 Longwood Drive
Spartanburg, SC 29301

MOELLER MFG. CO., INC.
PO BOX 200615
PITTSBURGH, PA 15251-0615

Newport Engineering Associates
2950 Airway Avenue, Suite A-13
Costa Mesa, CA 92626-6005

ONEAL STEEL
PO BOX 934243
ATLANTA, GA 31193-4243

Morgan Kitchens
28430 Ono Blvd
Orange Beach, AL 36561-3252

NIXON POWER SER. CO.
PO BOX 934345
ATLANTA, GA 31193-4345

ORCA DESIGN & MANUFACTURI
804 CALLE PLANO
CAMARILLO, CA 93012-8557

MUXO, MARIO
VILLA CAPARRA J ST. #22
GUAYNBO 00966

NMMA
33928 TREASURY CENTER
CHICAGO, IL 60694-3900

Orkin Pest Control
657 C Worthington Road
Winterville, NC 28590

Myco Trailers Inc.
2703 29th Ave East
Bradenton, FL 34208

NORRIS, MCLAUGHLIN & MARCUS
PO BOX 1018
SOMERVILLE, NJ 00887-6101

OVAL STRAPPING INC
120 55TH STREET NE
FORT PAYNE, AL 35967-8140

N.C. DEPT OF REVENUE
P.O. BOX 25000
RALEIGH, NC 27640

NORTH FLORIDA YACHT SALES
8940 SAN JOSE BLVD
JACKSONVILLE, FL 32257

PACER WIRE AND CABLE SPECIA
1555 APEX ROAD
SARASOTA, FL 34240

PARADIS DU SPORT
4191 RTE FOSSAMBAULT
ST CATH J-C, QC G0A 2M0

PROFESSIONAL MARINER, LLC
P.O. BOX 968
RYE, NH 03870

Reliatex
6004 Bonacker Drive
Tampa, FL 33611

PATRICK G. PATEL ASSOCIATES
580 NEWARK AVENUE
JERSEY CITY, NJ 07306

PROGRESS PRINTING
2677 WATERLICK ROAD
LYNCHBURG, VA 24502-3645

Rex Marine
600 A Terrace Drive
San Dimas, CA 91733

PAXTON COMPANY
P O BOX 12103
NORFOLK, VA 23541-0103

QUALITY MODELS INTERNATIONAL
478 SILVER CREEK, INDUSTRIAL D
R.R. #1
TECUMSEH, ON N8N 4Y3

Ritchie Navigation
243 Oak Street
P O Box 548
Pembroke, MA 02359

PERFORMANCE BOATS
MAGAZINE
3620 N RANCHO DRIVE, #105
LAS VEGAS, NV 89130

R & L Carriers
P O Box 713153
Columbus, OH 43271

RMSOURCE
1225 CRESCENT GREEN
SUITE 120
CARY, NC 27518

PIEDMONT FIBERGLASS, INC.
PO BOX 538
MOORESVILLE, NC 28115

R & R TEXTILES
PO BOX 11407
DRAWER 675
BIRMINGHAM, AL 35246

RMSource
1225 Cresent Green
Suite 120
Cary, NC 27518

PIEDMONT PLASTICS, INC.
P O BOX 890216
CHARLOTTE, NC 28289-0216

R J Galphin and Associates
315 Van Dyke Drive
Suite C
Wilmington, NC 28405

S S I
43985 Commerce Ave
HOLLYWOOD, MD 20636

PIPEWELDERS MARINE, INC.
2965 W. STATE ROAD 84
MARINA MILE
FT. LAUDERDALE, FL 33312-4867

RABUD, INC
110 N BRYAN RD
DANIA, FL 33004

Salman Hamad
1600 Sh Salman Hwy
Riffa BAHRAIN

Pitney Bowes
2225 American Drive
Neenah, WI 54956-1005

REDNECK TRAILERS & SUPPLY
2100 N. WEST BY-PASS
SPRINGFIELD, MO 65803

SCANDVIK, INC.
423 4TH PLACE S.W.
VERO BEACH, FL 32962

Poker RUNs of America Inc.
2-1121 Invictoa Drive
Oakville, ONTARIO L6H2RR

Regions Bank
1900 5th Ave N
Birmingham, AL 35203

SEALAND TECHNOLOGY, INC.
DEPT CH 17587
PALATINE, IL 60055-7587

SEAWARD PRODUCTS, INC.
3721 CAPITAL AVE
WHITTIER, CA 90601-1732

Simms Showers
Suite 702
Twenty South Charleston Street
Baltimore, MD 21201

Spradling International Inc.
P O Box 1668
200 Cahaba Valley Parkway
Pelham, AL 35124

SHACKLETON & HAZELTINE
2119 LONG BEACH BOULEVARD
SHIP BOTTOM, NJ 08008

SMITH ANDERSON BLOUNT DORSE
PO BOX 2611
RALEIGH, NC 27602-2611

SPRING FIELD MARINE
1093 CYNTHIA STREET
SUITE 1
NIXA, MO 65714-7911

SHOGREN PERFORMANCE
MARINE
3830 SUNSET AVENUE
WAUKEGAN, IL 60087

SOUTH AUSTIN MARINE
5340 HWY 290W
AUSTIN, TX 78735

SPRINT WIRELESS
PO BOX 4181
CAROL STREAM, IL 60197-4181

SHOW MANAGEMENT, INC
1115 NE 9TH AVENUE
FT. LAUDERDALE, FL 33304

SOUTHCO, INC
P BOX 821316
PHILADELPHIA, PA 19182-1316

STAINLESS MARINE
13800 NW 19TH AVENUE, #2
OPA-LOCKA, FL 33054

SHUFORD MILLS, LLC
PO BOX 2228
HICKORY, NC 28603

SOUTHCO, INC.
P.O. BOX 19182-1316
PHILADELPHIA, PA 19182-1316

Starbrite
4041 S W 47th Avenue
Fort Lauderdale, FL 33314

SHURFLO, LLC
13265 COLLECTION CENTER DRIVE
CHICAGO, IL 60693

SOUTHEASTERN FREIGHT LINE
P O BOX 100104
COLUMBIA, SC 29202-3104

Summation Technology LLC
155 Kelley Johnson Blvd
Suite 130
Colorado Springs, CO 80920

SIGMATEK SYSTEMS LLC
1445 KEMPER MEADOW DRIVE
CINCINNATI, OH 45240-1637

SOUTHWEST SECURITIES
2302 GUTHRIE ROAD
SUITE 100
GARLAND, TX 75043

SUNCOR STAINLESS, INC.
70 ARMSTRONG ROAD
PLYMOUTH, MA 02360

SIGN SUPPLY USA OF RALEIGH
1711 BLOUDN ROAD
PAMPANO BEACH, FL 33069

SPORTBOATS MARINE, INC.
17790 SAN CARLOS BLVD.
FORT MYERS BEAC, FL 33931

Syntec
P O Box 1653
Rome, GA 30162-1653

SILVER SANDS MARINE
103 WEIRS RD
GILFORD, NH 03249

SPORTS USA GROUP
9293 BAY PINES BLVD.
ST. PETERSBURG, FL 33708

T-H Marine Supplies Inc.
200 Finney Drive
Huntsville, AL 35824

TACO METALS, INC.
POB 693840
MIAMI, FL 33269

TRANSHIELD,INC
2932 THORNE DRIVE
ELKHART, IN 46514

Washington Sporting Center
1989 W. 5th Street
Washington, NC 27889

TAYLOR MADE SYSTEMS-NY
po box 847200
BOSTON, MA 02284-7200

TRI VANTAGE LLC
PO BOX 934832
ATLANTA, GA 31193-4832

WATTS SEA TECH, INC
DEPT CH 10442
PALATINE, IN 60055-0442

Teakdecking Systems
7061 15th Street East
Sarasota, FL 34243

Tri-Star Distributing
P O Box 2986
Elkhart, IN 46515-2986

WEB-DON
P. O. BOX 601294
CHARLOTTE, NC 28260-1294

TELEFLEX MORSE
PO BOX 8500-6865
PHILADELPHIA, PA 19178-6865

TRIM LOK INC.
6855 HERMOSA CIRCLE
P O BOX 6180
BUENA PARK, CA 90622-6180

WES GARDE COMPONENTS, INC
3815 INDUSTRY BLVD
LAKELAND, FL 33811

Terrebonne Parish
General Fund
P. O. Drawer 1670
Houma, LA 70361

TWIN DISC,INC.
MILKWAUKEE, WI 53288-0491

WHALE WATER SYTEMS, LLC
100 CORPORATE PL STE # 402
PEABODY, MA 01960-3809

TEXAS SPORTFISHING
YACHT SALES
411 SAILFISH #3
FREEPORT, TX 77541

UNAFLEX INDUSTRIAL PRODUCTS,IN
P. O. BOX 5088
FT LAUDERDALE, FL 33310-5088

WHITECAP INDUSTRIES, INC.
131 ETHEL RD WEST SUITE #5
PISCATAWAY, NJ 08854

TEXTRON FINANCIAL
6110 GOLDEN HILLS DR.
GOLDEN VALLEY, MN 55416

UNIFIRST CORPORATION
PO BOX 1528
ROCKY MOUNT, NC 27802

WIN-TRON ELECTRONICS
800 ROUTE 71
SPRING LAKE HEI, NJ 07662

THOMAS RUTHERFOORD, INC
PO BOX 12748
ROANOKE, VA 24028

US Digital Media
1929 W Lone Cactus Drive
Phoenix, AZ 85027

WOOD WURTH GROUP
PO BOX 601182
CHARLOTTE, NC 28260-1182

TOWER FASTENERS COMPANY
A/R ACCT# 8026
PO BOX 2377
HOLTSVILLE, NY 11742

WARD & SMITH, PA
P O BOX 867
NEW BERN, NC 28560

Xerox Capital Services
Attn: Mail Stop R382-LV440
1301 Ridgeway Drive
Lewisville, TX 75057

**United States Bankruptcy Court
Eastern District of North Carolina**

In re Fountain Powerboats, Inc.

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Fountain Powerboats, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

August 24, 2009

Date

/s/ John A. Northen, NCSB

John A. Northen, NCSB 6789

Signature of Attorney or Litigant

Counsel for Fountain Powerboats, Inc.

Northen Blue, L.L.P.

1414 Raleigh Road, Suite 435

P.O. Box 2208

Chapel Hill, NC 27515-2208

(919) 968-4441